

BY-LAW NO. 30

A By-law relating generally to the conduct of the affairs of



MATTHEWS HALL

ARTICLE 1 - INTERPRETATION 1

1.01 Definitions..... 1

1.02 Interpretation..... 1

1.03 Severability and Precedence.....2

ARTICLE 2 - AFFAIRS OF THE CORPORATION.....2

2.01 Head Office..... 2

2.02 Corporate Seal..... 2

2.03 Financial Year..... 2

2.04 Auditors..... 2

2.05 Banking Arrangements 2

2.06 Execution of Instruments.....3

2.07 Delegation..... 3

ARTICLE 3 - MEMBERSHIP 3

3.01 Members.....3

3.02 Transferability and Termination of Membership.....3

3.03 Disciplinary Act of Termination of Membership for Cause.....3

ARTICLE 4 - MEETINGS OF THE BOARD 4

4.01 Place of Meetings..... 4

4.02 Calling of Meetings..... 4

4.03 Regular Meetings 4

4.04 Annual Meeting 4

4.05 Attendance at the Annual Meeting 4

4.06 Quorum 5

4.07 Voting.....5

4.08 Notice.....5

4.09 Telephone Participation.....5

ARTICLE 5 - GOVERNORS	5
5.01 Duties and Number.....	6
5.02 Qualifications of Governors.....	6
5.03 Elections of Governors and Term of Office.....	6
5.04 Vacancies.....	6
5.05 Filling Vacancies.....	7
5.06 Remuneration of Governors.....	7
ARTICLE 6 - OFFICERS	7
6.01 Election and Appointment.....	7
6.02 Removal of Officers.....	7
6.03 Delegation of Duties of Officers.....	8
6.04 Duties of the Chairperson.....	8
6.05 Duties of the Vice-Chairperson	8
6.06 Duties of the Past Chairperson	8
6.07 Duties of the Treasurer.....	8
6.08 Duties of the Secretary	8
6.09 Duties of the Head of School.....	8
ARTICLE 7 - COMMITTEES, AGENTS AND EMPLOYEES	9
7.01 Constitution of Committees.....	9
7.02 Agents and Employees.....	9
ARTICLE 8 - PROTECTION OF GOVERNORS, OFFICERS AND OTHERS	9
8.01 Limitation of liability.....	9
8.02 Indemnity.....	10
8.03 Insurance.....	10
ARTICLE 9 - REPEAL	10
9.01 Repeal	10
ARTICLE 10 - NOTICE	10
10.01 Service.....	11
10.02 Computation of Time.....	11
10.03 Error or Omission.....	11

BY-LAW NO. 30

**A By-law relating generally to
the conduct of the affairs of**

MATTHEWS HALL

BE IT ENACTED AND IT IS HEREBY ENACTED as a By-law of MATTHEWS HALL (hereinafter called the “Corporation”) as follows:

ARTICLE 1 - INTERPRETATION

1.01 Definitions

In this By-law and all other By-laws of the Corporation, unless the context otherwise specified or requires:

“**Act**” means the *Corporations Act*, R.S.O.1990, Chapter C-38, as from time to time amended, and every statute that may be substituted therefor (including the *Not-for-Profit Corporations Act*, 2010 S.O. 2010, c. C.15 if and/or when proclaimed into force) and, in the case of such amendment or substitution, any reference in the By-laws of the Corporation shall be read as referring to the amended or substituted provisions therefor in the new statute or statutes;

“**Board**” means the Board of Governors of the Corporation;

“**By-law**” means any By-law of the Corporation from time to time in force and effect;

“**Interested Parties**” means a parent (or legal custodian) of a child currently enrolled as a student in the Corporation and a teacher employed by the Corporation;

“**Letters Patent**” means the Letters Patent incorporating the Corporation dated July 20, 1950, as from time to time amended and supplemented by supplementary letters patent of the Corporation;

“**Member**” – means a member of the Board of Governors admitted in accordance with Article 3.01 hereof;

1.02 Interpretation

This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) all terms contained in the By-laws which are defined in the Act shall have the meaning given to such terms in the Act;
- (b) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions

thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and

- (c) words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

ARTICLE 2 - AFFAIRS OF THE CORPORATION

2.01 Head Office

The head office of the Corporation shall be in the City of London, in the Province of Ontario, Canada.

2.02 Corporate Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

2.03 Financial Year

The financial year of the Corporation ends on the 30th day of June in each year or on such other date as the Board may from time to time by resolution determine.

2.04 Auditors

The Members shall at each Annual meeting of the Members appoint an auditor to audit the accounts of the Corporation to hold office until the next Annual meeting provided that the Board may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board.

2.05 Banking Arrangements

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

2.06 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by any one of the Chairperson or a Vice-Chairperson together with any one of the Secretary or Treasurer and all contracts, documents or instruments in writing so signed

shall be binding upon the Corporation without any further authorization or formality. The Board is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

2.07 Delegation

The Board may from time to time delegate to a committee of the Board, a Governor or an officer of the Corporation all or any of the powers conferred on the Board to such extent and in such manner as the Act may allow and Board may determine at the time of such delegation.

ARTICLE 3 - MEMBERSHIP

3.01 Members

The Members of the Corporation shall consist of the persons who from time to time are Governors, each of whom shall be entitled to one vote at all meetings.

3.02 Transferability and Termination of Membership

A membership in the Corporation is not transferable and automatically terminates if the Member resigns, dies, ceases to be a Governor or such membership is otherwise terminated in accordance with this By-law or the Act.

3.03 Disciplinary Act or Termination of Membership for Cause

Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Letters Patent, the Board of Governors' Code of Ethics or By-laws;

The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

ARTICLE 4 - MEETINGS OF THE MEMBERS AND THE BOARD

4.01 Place of Meetings

Meetings of the Members, Board and of the Committees of the Board shall be held at the Head Office of the Corporation unless otherwise designated by the Board.

4.02 Calling of Meetings

Meetings of the Members and the Board including an Annual Meeting or a Special Meeting may be convened any time by the Chairperson, the Vice-Chairperson or any two (2) of the Governors.

4.03 Regular Meetings

The Board shall fix the place and time of regular board meetings. There shall be a minimum of four (4) meetings of the Board per year. A notice of a meeting of the Board need not specify the purpose of or the business to be transacted at the meeting.

4.04 Annual Meeting

The Annual meeting of the Members shall be held on a day and at a place within Ontario fixed by the Board.

The business transacted at the Annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous Annual and subsequent Special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Governors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for the Annual Meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the Annual Meeting in accordance with the *Act*, so that such item of new business can be included in the notice of Annual meeting.

4.05 Attendance at the Annual Meeting

Notwithstanding anything to the contrary in these Bylaws, Interested Parties may be permitted to attend but not vote at the Corporation's Annual Meeting and such other meetings as determined by the Board in its absolute discretion. Invitations to attend may be sent to all Interested Parties by the method and to the address designated by them in the records of the

Corporation. At a meeting to which Interested Parties have been invited, an Interested Party may address an issue relating to the governance affairs of the Corporation so long as he or she has provided the Secretary with seven (7) days' written notice of the particulars of the governance issue to be addressed.

4.06 Quorum

A quorum for the transaction of business at a Board meeting, Members' meeting and an Annual Meeting is a majority of the Members entitled to vote at the meeting, whether present in person or by proxy.

4.07 Voting

Unless otherwise required by the Act, the Letters Patent or the By-laws, questions arising at any meeting of the Members, the Board or the Annual Meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairperson of the meeting in addition to his/her original vote shall have a second or casting vote. All votes at any such meeting shall be taken in the usual way by assent or dissent. The position of Head of School shall be non-voting.

4.08 Notice of Meetings

Notice of the time and place for the holding of meetings shall be given in the manner provided in Article 10 of this By-law to every Member or Governor of the Corporation. In the case of a regular meeting seven (7) days' notice shall be given while in the case of the Annual Meeting of Members or a Special Meeting twenty-one (21) days' notice shall be given. Notice of a regular meeting is not necessary if all of the Members or Governors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Governors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual meeting of the Corporation.

4.09 Participation by Telephone or Other Communications Facilities

If all of the Governors of the Corporation consent, a Governor may participate in a meeting of the Board by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Governor participating by such means is deemed to be present at that meeting.

ARTICLE 5 - GOVERNORS

5.01 Duties and Number

The affairs of the Corporation shall be administered by the Board. The Board's primary duties include the hiring and evaluation of the Head of School, the oversight/support of general institutional policies, strategic planning, fund-raising, and assessment of the school's effectiveness in manifesting the mission of the Corporation. The Board shall consist of:

- a) no fewer than nine (9) and no more than fifteen (15) Governors or such other number of Governors as may be determined from time to time by a resolution passed by the Governors; and
- b) the Head of School, and the Past Chairperson.

5.02 Qualifications of Governors

Every Governor shall be eighteen (18) or more years of age and, subject to the provisions of the Act, shall be a Member of the Corporation or become a Member in accordance with Article 3.00. Every Governor shall support and uphold the Strategic Plan, Mission Statement, Vision statement and Core Values of the Corporation.

5.03 Election of Governors and Term of Office.

Governors shall be elected by the Members at an Annual Meeting for a term of three (3) years or such other term as may be determined by the Governors. Retiring Governors shall be eligible for re-election to the Board if otherwise qualified.

5.04 Vacancies

The office of a Governor of the Corporation shall be automatically vacated:

- a) if the Governor resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
- b) if the Governor dies, is convicted of a criminal offence or becomes bankrupt;
- c) if the Governor is found to be incapable of managing property by a court or under Ontario law;
- d) if the Board terminates the membership of the Governor in accordance with the provisions of Article 3.03;
- e) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Governor before the expiration of the Governor's term of office; or

- f) if a Governor otherwise ceases to be a Member of the Corporation.

5.05 **Filling Vacancies**

A vacancy on the Board shall be filled as follows:

- a) a quorum of Governors may fill a vacancy among the Governors;
- b) if there is not a quorum of Governors or there has been a failure to elect the minimum number of Governors set out in the By-Laws, the Governors in office shall, without delay, call a Special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- c) if the vacancy occurs as a result of the Members removing a Governor, the Members may fill the vacancy by a majority vote and any Governor elected to fill the vacancy shall hold office for the remainder of the removed Governor's term; and
- d) the Board may fill any other vacancy by a majority vote of the Governors, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Governor. After that, the appointee shall be eligible to be elected as a Governor.

5.06 **Remuneration of Governors**

The Governors shall serve without remuneration and no Governor shall directly or indirectly receive any profit from his/her position. A Governor may be paid reasonable expenses incurred by him/her in the performance of his/her duties. The Head of School shall be remunerated for his or her service in that capacity in an amount considered reasonable and fixed by resolution of the voting Governors.

ARTICLE 6 - OFFICERS

6.01 **Election and Appointment**

At the first meeting of the Board following the Annual meeting or as required to fill a vacancy, the Board shall elect a Chairperson, Vice-Chairperson, a Secretary and a Treasurer. The Board shall appoint a Head of School, who shall report to the Board. The Governors, as they shall deem necessary, may appoint such other officers and agents who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

6.02 **Removal of Officers**

Any Officer shall cease to hold office upon resolution of the Board.

6.03 **Delegation of Duties of Officers**

In case of the absence or inability to act of the Chairperson, a Vice-Chairperson, Secretary, Treasurer or any other officer of the Corporation, or for any other reason that the Governors may deem sufficient, the Governors may delegate all or any of the powers of such officer to any other officer or to any Governor as deemed necessary.

6.04 **Duties of the Chairperson**

The Chairperson shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

6.05 **Duties of the Vice-Chairperson**

The Vice-Chairperson shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

6.06 **Past Chairperson**

The immediate past-chairperson shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

6.07 **Duties of the Treasurer**

The Treasurer shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

6.08 **Duties of the Secretary**

The Secretary shall perform the duties described in Schedule E and such other duties as may be required by law or as the Board may determine from time to time.

6.09 **Duties of the Head of School**

The Head of School shall perform the duties described in Schedule F and such other duties as may be required by law or as the Board may determine from time to time.

ARTICLE 7 – COMMITTEES, AGENTS AND EMPLOYEES

7.01 **Constitution of Committees**

An Executive Committee, Finance Committee, Governance Committee, Building Property and Design Committee and Advancement Committee may be constituted to assist the Governors in carrying out the affairs of the Corporation. The Board may, from time to time, appoint such other committee or committees as it deems necessary or appropriate for such purposes and with such powers as it shall see fit. The Board shall determine the composition and terms of reference for all committees and may appoint persons who are not Members. Any member of any committee may be removed by a majority vote of the Board. The Board may thereto dissolve any committee by resolution at any time.

7.02 **Agents and Employees**

The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such person shall have such authority to perform such duties as shall be prescribed by the Board at the time of such appointment. A reasonable remuneration for all officers, agents and employees shall be fixed by the Board by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such agents or employees shall cease to be payable from the date of such meeting of members.

ARTICLE 8 - PROTECTION OF GOVERNORS, OFFICERS AND OTHERS

8.01 **Limitation of liability**

No Governor, officer or committee member of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Governor, officer, committee member or employee of the Corporation or for joining in any receipt or other act of conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the

bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects of the Corporation shall be lodged or deposited or for any other loss, damage or misfortune occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a) complied with the Act and the Corporation's Letters Patent and By-laws; and
- b) exercised their powers and discharged their duties in accordance with the Act.

8.02 Indemnity

Subject to the Act, the Corporation shall indemnify and save harmless any present or former Governor, officer or other person who has undertaken or is about to undertake any liability on behalf of the Corporation, and such person's heirs and legal representatives, from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a Governor or officer of the Corporation or otherwise or such body corporate, if such person: (a) acted honestly and in good faith with a view to the best interests of the Corporation; and (b) in the case of a civil, criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Corporation shall also indemnify such person in such other circumstances as the Act or law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

8.03 Insurance

The Corporation shall purchase and maintain insurance of behalf of the Governors and officers of the Corporation against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this By-law.

ARTICLE 9 - REPEAL

9.01 Repeal

All prior By-laws are repealed from and after confirmation of this By-law by the Members in accordance with the Act. Such repeal shall not affect the previous operation of any By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made pursuant to any such By-law prior to its repeal. All officers and persons acting under any By-law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions with continuing effect of the Board, Members or committees of the Board passed under any repealed

By-law shall continue to be good and valid except to the extent inconsistent with the By-law and until amended or repealed.

ARTICLE 10 - NOTICES

10.01 Service

Any notice required to be sent to any Member or Governor or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Governor at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Governor known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

RESOLVED that the foregoing By-law No. 30 is made a By-law of the Corporation.

MADE as of April 13, 2004.

REVISED as of April 26, 2017.

SCHEDULE "A"

DUTIES OF CHAIRPERSON:

The Chairperson elected in accordance with Article 6 shall, when present, preside at all meetings of the Board, the Executive Committee and meetings of the Members. The Chairperson shall be responsible for ensuring that the evaluation of the Head of the School is performed annually. The Chairperson shall see that resolutions of the Board and the Corporation are carried out and shall possess and may exercise such powers and shall perform such other duties as may from time to time be assigned to him/her by the Board.

SCHEDULE "B"

DUTIES OF VICE-CHAIRPERSON:

The Vice-Chairperson or, if more than one, the Vice-Chairpersons in order of seniority, shall be vested with all the powers and shall perform all the duties of the Chairperson in the absence or inability or refusal to act of the Chairperson and in the event that the Chairperson vacates his/her position the most senior Vice-Chairperson shall fill the vacancy until the position is filled. The Vice-Chairperson, or if more than one, the Vice-Chairpersons, shall possess and may exercise such powers and duties as may from time to time be assigned to him/her or them by the Board.

SCHEDULE "C"

DUTIES OF PAST CHAIRPERSON:

The immediate Past Chairperson, if not re-elected as a Governor, shall be appointed to the position of Past Chairperson for a one-year term. The Past Chairperson may attend each meeting of the Board and shall be entitled to vote and shall be counted in the quorum at meetings of the Board. The Board may, at its discretion, re-appoint the Past Chairperson thereafter. The Past Chairperson shall possess and may exercise such powers and shall perform such duties as may be assigned to him/her by the Board.

SCHEDULE "D"

Duties of the Treasurer:

The Treasurer shall perform all duties incident to his/her office or that are properly required of him/her by the Board. The Treasurer shall be the Chairperson of the Finance Committee.

SCHEDULE "E"

DUTIES OF SECRETARY:

The Secretary shall, when present, act as secretary of all meetings of Governors and Members, and shall have charge of the minute books of the Corporation and the documents and registers referred to in the Act. In addition, the Secretary shall send notices as required and maintain the Corporation's seal in a place of safekeeping. The Secretary shall perform all duties incident to his/her office or that are properly required by him/her by the Board.

SCHEDULE "F"

DUTIES OF THE HEAD OF SCHOOL:

The Head of School shall be the academic and administrative head of the school and as such shall be responsible to the Board through the Chairperson of the Board for all matters relating to the operation of the School. The Head of School shall attend each meeting of the Board and shall provide a report concerning the affairs of the School to the Governors at each meeting of the Board unless otherwise advised by the Chairperson, but shall not be entitled to a vote and shall not be counted in the quorum at meetings of the Board.